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Form 990  Department of the Treasury Internal Revenue Service	<h1>Return of Organization Exempt From Income Tax</h1> <p>Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)</p> <p>▶ The organization may have to use a copy of this return to satisfy state reporting requirements</p>	OMB No 1545-0047 <div>2012</div> <p>Open to Public Inspection</p>

A For the 2012 calendar year, or tax year beginning 07-01-2012 , 2012, and ending 06-30-2013

B Check if applicable <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization SADDLEBACK MEMORIAL FOUNDATION		D Employer identification number 33-0011887	
	Doing Business As			
	Number and street (or P O box if mail is not delivered to street address) 24451 HEALTH CENTER DRIVE Suite	Room/suite	E Telephone number (949) 452-3680	
	City or town, state or country, and ZIP + 4 LAGUNA HILLS, CA 92653			
			G Gross receipts \$ 48,299,300	
F Name and address of principal officer CECILIA BELEW 24451 HEALTH CENTER DRIVE LAGUNA HILLS, CA 92653		H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list (see instructions) H(c) Group exemption number ▶ 5661		
I Tax-exempt status <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () ◀ (Insert no) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527				
J Website: ▶ WWW.MEMORIALCARE.ORG				
K Form of organization <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶		L Year of formation 1979	M State of legal domicile CA	

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities TO DEVELOP THE PHILANTHROPIC RESOURCES NECESSARY TO STRENGTHEN THE ABILITY OF SADDLEBACK MEMORIAL MEDICAL CENTER TO ENHANCE THE HEALTH AND WELL-BEING OF INDIVIDUALS, FAMILIES, AND OUR COMMUNITY			
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets			
	3	Number of voting members of the governing body (Part VI, line 1a)	21	
	4	Number of independent voting members of the governing body (Part VI, line 1b)	18	
	5	Total number of individuals employed in calendar year 2012 (Part V, line 2a)	0	
	6	Total number of volunteers (estimate if necessary)	19	
7a	Total unrelated business revenue from Part VIII, column (C), line 12	0		
7b	Net unrelated business taxable income from Form 990-T, line 34	0		
Revenue	8	Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9	Program service revenue (Part VIII, line 2g)	6,585,180	3,727,785
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	0	0
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	2,694,891	6,229,800
	12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	-8,839	-13,427
			9,271,232	9,944,158
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1–3)	2,946,177	4,772,300
	14	Benefits paid to or for members (Part IX, column (A), line 4)	0	0
	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	1,050,264	1,065,515
	16a	Professional fundraising fees (Part IX, column (A), line 11e)	0	0
	b	Total fundraising expenses (Part IX, column (D), line 25)	988,110	
	17	Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	734,293	709,313
	18	Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	4,730,734	6,547,128
	19	Revenue less expenses Subtract line 18 from line 12	4,540,498	3,397,030
	Net Assets or Fund Balances			Beginning of Current Year
20		Total assets (Part X, line 16)	115,861,628	123,062,007
21		Total liabilities (Part X, line 26)	6,482,645	7,039,512
22		Net assets or fund balances Subtract line 21 from line 20	109,378,983	116,022,495

Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here	***** Signature of officer			2014-05-08 Date	
	CECILIA BELEW PRESIDENT Type or print name and title				
Paid Preparer Use Only	Print/Type preparer's name KARA ADAMS		Preparer's signature		Date
	Check <input type="checkbox"/> if self-employed			PTIN	
	Firm's name ▶ ERNST & YOUNG US LLP			Firm's EIN ▶	
	Firm's address ▶ 18111 VON KARMAN AVENUE SUITE 1000 IRVINE, CA 92612			Phone no (949) 794-2300	

May the IRS discuss this return with the preparer shown above? (see instructions) ☐ Yes ☐ No

Part III

Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III

☐

☒

1

Briefly describe the organization's mission

TO DEVELOP THE PHILANTHROPIC RESOURCES NECESSARY TO STRENGTHEN THE ABILITY OF SADDLEBACK MEMORIAL MEDICAL CENTER TO ENHANCE THE HEALTH AND WELL-BEING OF INDIVIDUALS, FAMILIES, AND OUR COMMUNITY

2

Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?

☐ Yes ☒ No

If "Yes," describe these new services on Schedule O

3

Did the organization cease conducting, or make significant changes in how it conducts, any program services?

☐ Yes ☒ No

If "Yes," describe these changes on Schedule O

4

Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a

(Code) (Expenses \$ 4,307,021 including grants of \$ 4,307,021) (Revenue \$ 0)

PROVIDED GRANTS FOR SADDLEBACK MEMORIAL MEDICAL CENTER CAPITAL ITEMS (SEE SCHEDULE I DETAIL & SCHEDULE O)

4b

(Code) (Expenses \$ 353,900 including grants of \$ 353,900) (Revenue \$ 0)

PROVIDED GRANTS FOR SADDLEBACK MEMORIAL MEDICAL CENTER HOSPICE PROGRAM (SEE SCHEDULE I DETAIL & SCHEDULE O)

4c

(Code) (Expenses \$ 43,200 including grants of \$ 43,200) (Revenue \$ 0)

PROVIDED GRANTS FOR SADDLEBACK MEMORIAL MEDICAL CENTER WOMEN'S & CHILDREN'S SERVICES PROGRAM (SEE SCHEDULE I DETAIL & SCHEDULE O)

4d

Other program services (Describe in Schedule O)

(Expenses \$ 68,179 including grants of \$ 68,179) (Revenue \$ 0)



















4e

Total program service expenses

4,772,300

Part IV

Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A 	1 Yes	
2 Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)? 	2 Yes	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I	3	No
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II	4	No
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III	5	No
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I 	6	No
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II 	7	No
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III 	8	No
9 Did the organization report an amount in Part X, line 21 for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV 	9	No
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V 	10 Yes	
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI 	11a Yes	
b Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII 	11b	No
c Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII 	11c	No
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX 	11d	No
e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X 	11e Yes	
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X 	11f Yes	
12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII 	12a Yes	
b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional 	12b Yes	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	13	No
14a Did the organization maintain an office, employees, or agents outside of the United States?	14a	No
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Parts I and IV	14b	No
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If "Yes," complete Schedule F, Parts II and IV	15	No
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If "Yes," complete Schedule F, Parts III and IV	16	No
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I (see instructions) 	17	No
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II 	18 Yes	
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III 	19	No
20a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H	20a	No
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b	

Part IV

Checklist of Required Schedules (continued)

21	Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	21	Yes	
22	Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>	22		No
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	23	Yes	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25</i>	24a		No
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
25a	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>	25a		No
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>	25b		No
26	Was a loan to or by a current or former officer, director, trustee, key employee, highest compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>	26		No
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i>	27		No
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
a	A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28a		No
b	A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28b		No
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>	28c		No
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	29		No
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>	30		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>	31		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>	32		No
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>	33		No
34	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i>	34	Yes	
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a	Yes	
b	If 'Yes' to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>	35b		No
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>	36		No
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>	37		No
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O	38	Yes	

Part V

Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response to any question in this Part V

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable.		
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.		
1c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	Yes	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return.		
2b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions).		
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?		No
3b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O.		
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		No
b	If "Yes," enter the name of the foreign country: _____ See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		No
5b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		No
5c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?		
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?		No
6b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
7	Organizations that may receive deductible contributions under section 170(c).		
7a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	Yes	
7b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	Yes	
7c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8822?		No
7d	If "Yes," indicate the number of Forms 8822 filed during the year.		
7e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		No
7f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		No
7g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		
7h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		
9	Sponsoring organizations maintaining donor advised funds.		
9a	Did the organization make any taxable distributions under section 4966?		
9b	Did the organization make a distribution to a donor, donor advisor, or related person?		
10	Section 501(c)(7) organizations. Enter		
10a	Initiation fees and capital contributions included on Part VIII, line 12.		
10b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities.		
11	Section 501(c)(12) organizations. Enter		
11a	Gross income from members or shareholders.		
11b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them).		
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		
12b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year.		
13	Section 501(c)(29) qualified nonprofit health insurance issuers.		
13a	Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O.		
13b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans.		
13c	Enter the amount of reserves on hand.		
14a	Did the organization receive any payments for indoor tanning services during the tax year?		No
14b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O.		

Part VI

Governance, Management, and Disclosure

For each "Yes" response to lines 2 through 7b below, and for a "No" response to lines 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response to any question in this Part VI

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year	21	
If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O			
1b	Enter the number of voting members included in line 1a, above, who are independent	18	
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2	Yes
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	3	No
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4	No
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	5	No
6	Did the organization have members or stockholders?	6	Yes
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a	Yes
7b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b	Yes
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following		
8a	The governing body?	8a	Yes
8b	Each committee with authority to act on behalf of the governing body?	8b	Yes
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	9	No

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

		Yes	No
10a	Did the organization have local chapters, branches, or affiliates?	10a	No
10b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?	10b	
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a	Yes
11b	Describe in Schedule O the process, if any, used by the organization to review this Form 990		
12a	Did the organization have a written conflict of interest policy? If "No," go to line 13	12a	Yes
12b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	Yes
12c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	12c	Yes
13	Did the organization have a written whistleblower policy?	13	Yes
14	Did the organization have a written document retention and destruction policy?	14	Yes
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
15a	The organization's CEO, Executive Director, or top management official	15a	Yes
15b	Other officers or key employees of the organization	15b	Yes
If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions)			
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a	No
16b	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?	16b	

Section C. Disclosure

17	List the States with which a copy of this Form 990 is required to be filed	CA
18	Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply. <input type="checkbox"/> Own website <input type="checkbox"/> Another's website <input checked="" type="checkbox"/> Upon request <input type="checkbox"/> Other (explain in Schedule O)	
19	Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year	
20	State the name, physical address, and telephone number of the person who possesses the books and records of the organization	BRIAN KRAWIEC CFODIR-FINAN 24451 HEALTH CTR DR LAGUNA HILLS, CA (949) 452-3680

Part VII

Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check if Schedule O contains a response to any question in this Part VII

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

- 1a Complete this table for all persons required to be listed Report compensation for the calendar year ending with or within the organization's tax year
- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation Enter -0- in columns (D), (E), and (F) if no compensation was paid

List all of the organization's **current** key employees, if any See instructions for definition of "key employee "

List the organization's five **current** highest compensated employees (other than an officer, director, trustee or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations

List all of the organization's **former** officers, key employees, or highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations

List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations

List persons in the following order individual trustees or directors, institutional trustees, officers, key employees, highest compensated employees, and former such persons

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(1) BOB ADAMS BOARD TREASURER	1 0 0 0	X		X				0	0	0
(2) GARRY BAKER BOARD MEMBER	1 0 0 0	X						0	0	0
(3) CECILIA BELEW PRESIDENT	40 0 0 0	X		X				0	331,310	24,489
(4) JACK BERGER BOARD MEMBER	1 0 0 0	X						0	0	0
(5) GARY DAMSKER BOARD MEMBER	1 0 0 0	X						0	0	0
(6) YVETTE DEL PRADO PHD BOARD MEMBER	1 0 0 0	X						0	0	0
(7) PATRICK DONAHUE BOARD MEMBER, EX-OFFICIO	1 0 1 0	X						0	0	0
(8) STEPHEN B GEIDT BOARD MEMBER, EX-OFFICIO	1 0 40 0	X						0	621,054	39,822
(9) AILEEN GRANT BOARD MEMBER	1 0 0 0	X						0	0	0
(10) BARRIE MAY MD BOARD MEMBER	1 0 0 0	X						0	0	0
(11) CHIRAG PATEL MD BOARD MEMBER	1 0 0 0	X						0	4,000	0
(12) WILLIAM PHILLIPS BOARD SECRETARY	1 0 0 0	X		X				0	0	0
(13) VIRGINIA PILLSBURY BOARD MEMBER	1 0 0 0	X						0	0	0
(14) LEILA RASOULI MD BOARD MEMBER	1 0 0 0	X						0	0	0
(15) SIMON REEVES BOARD MEMBER	1 0 0 0	X						0	0	0
(16) J SCOTT REID BOARD MEMBER	1 0 0 0	X						0	0	0
(17) BOB RING BOARD MEMBER	1 0 0 0	X						0	0	0

Part VII

2	Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization	0		
			Yes	No
3	Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>	3		No
4	For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If "Yes," complete Schedule J for such individual</i>	4	Yes	
5	Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i>	5		No

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of

Form 990 (2012)

Part VIII

Statement of Revenue

Check if Schedule O contains a response to any question in this Part VIII

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, Gifts, Grants and Other Similar Amounts	1a	Federated campaigns . . .	1a				
	b	Membership dues	1b				
	c	Fundraising events	1c	322,134			
	d	Related organizations	1d	345,119			
	e	Government grants (contributions)	1e				
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	3,060,532			
	g	Noncash contributions included in lines 1a-1f \$					
	h	Total. Add lines 1a-1f		3,727,785			
Program Service Revenue	2a		Business Code				
	b						
	c						
	d						
	e						
	f	All other program service revenue					
	g	Total. Add lines 2a-2f		0			
	Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)		3,097,185		
4		Income from investment of tax-exempt bond proceeds . .		0			
5		Royalties		0			
6a		(i) Real					
		(ii) Personal					
b		Less rental expenses					
c		Rental income or (loss)		0	0		
d		Net rental income or (loss)		0			
7a		(i) Securities					
		(ii) Other					
b		Less cost or other basis and sales expenses					
c		Gain or (loss)		3,132,615			
d		Net gain or (loss)		3,132,615			3,132,615
8a		Gross income from fundraising events (not including \$ 322,134 of contributions reported on line 1c) See Part IV, line 18					
		a	139,795				
		b	153,222				
c		Net income or (loss) from fundraising events . .		-13,427			-13,427
9a		Gross income from gaming activities See Part IV, line 19					
	a						
	b						
c	Net income or (loss) from gaming activities . .		0				
10a	Gross sales of inventory, less returns and allowances						
	a						
b	Less cost of goods sold						
c	Net income or (loss) from sales of inventory . .		0				
Miscellaneous Revenue			Business Code				
11a							
	All other revenue						
e	Total. Add lines 11a-11d		0				
12	Total revenue. See Instructions		9,944,158		0	6,216,373	

Part IX

Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

Check if Schedule O contains a response to any question in this Part IX

☒

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.		(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1	Grants and other assistance to governments and organizations in the United States. See Part IV, line 21.	4,772,300	4,772,300		
2	Grants and other assistance to individuals in the United States. See Part IV, line 22.	0			
3	Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16.	0			
4	Benefits paid to or for members.	0			
5	Compensation of current officers, directors, trustees, and key employees.	435,816		125,160	310,656
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B).	0			
7	Other salaries and wages.	419,663		51,758	367,905
8	Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions).	27,393		11,118	16,275
9	Other employee benefits.	122,788		24,914	97,874
10	Payroll taxes.	59,855		13,765	46,090
11	Fees for services (non-employees):				
a	Management.	0			
b	Legal.	5,460			5,460
c	Accounting.	79,617		79,617	
d	Lobbying.	0			
e	Professional fundraising services. See Part IV, line 17.	0			
f	Investment management fees.	406,656		406,656	
g	Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O).	23,521			23,521
12	Advertising and promotion.	0			
13	Office expenses.	55,782		16,355	39,427
14	Information technology.	41,601		14,132	27,469
15	Royalties.	0			
16	Occupancy.	4,059		4,059	
17	Travel.	2,468			2,468
18	Payments of travel or entertainment expenses for any federal, state, or local public officials.	0			
19	Conferences, conventions, and meetings.	28,281			28,281
20	Interest.	0			
21	Payments to affiliates.	0			
22	Depreciation, depletion, and amortization.	26,786		26,786	
23	Insurance.	10,148		10,148	
24	Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O).				
a	RECOGNITION AND OTHER EVENTS	18,017			18,017
b	BUS CULTIVATION/PUB RELATIONS	3,625			3,625
c	DUES AND SUBSCRIPTIONS	1,042			1,042
d	ALL OTHER EXPENSES	2,250		2,250	
e	All other expenses				
25	Total functional expenses. Add lines 1 through 24e.	6,547,128	4,772,300	786,718	988,110
26	Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720).				

Part X

Balance Sheet

Check if Schedule O contains a response to any question in this Part X

☐

				(A)		(B)
				Beginning of year		End of year
Assets	1	Cash—non-interest-bearing		4,832,015	1	13,817,084
	2	Savings and temporary cash investments		4,746,379	2	5,152,707
	3	Pledges and grants receivable, net		182,545	3	832,252
	4	Accounts receivable, net		0	4	0
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L.		0	5	0
	6	Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions). Complete Part II of Schedule L.		0	6	0
	7	Notes and loans receivable, net		0	7	0
	8	Inventories for sale or use		0	8	0
	9	Prepaid expenses and deferred charges		0	9	0
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D.	10a1,282,221	139,171	10c	112,385
	b	Less: accumulated depreciation	10b1,169,836			
	11	Investments—publicly traded securities		102,419,258	11	100,365,561
	12	Investments—other securities. See Part IV, line 11.		0	12	0
	13	Investments—program-related. See Part IV, line 11.		0	13	0
	14	Intangible assets		0	14	0
	15	Other assets. See Part IV, line 11.		3,542,260	15	2,782,018
	16	Total assets. Add lines 1 through 15 (must equal line 34).		115,861,628	16	123,062,007
Liabilities	17	Accounts payable and accrued expenses		29,142	17	34,983
	18	Grants payable		0	18	0
	19	Deferred revenue		0	19	0
	20	Tax-exempt bond liabilities		0	20	0
	21	Escrow or custodial account liability. Complete Part IV of Schedule D.		0	21	0
	22	Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L.		0	22	0
	23	Secured mortgages and notes payable to unrelated third parties		0	23	0
	24	Unsecured notes and loans payable to unrelated third parties		0	24	0
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D.		6,453,503	25	7,004,529
	26	Total liabilities. Add lines 17 through 25.		6,482,645	26	7,039,512
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.					
	27	Unrestricted net assets		44,605,645	27	47,647,972
	28	Temporarily restricted net assets		13,918,657	28	17,370,464
	29	Permanently restricted net assets		50,854,681	29	51,004,059
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.					
	30	Capital stock or trust principal, or current funds			30	
	31	Paid-in or capital surplus, or land, building or equipment fund			31	
	32	Retained earnings, endowment, accumulated income, or other funds			32	
	33	Total net assets or fund balances		109,378,983	33	116,022,495
	34	Total liabilities and net assets/fund balances		115,861,628	34	123,062,007

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	9,944,158
2	Total expenses (must equal Part IX, column (A), line 25)	2	6,547,128
3	Revenue less expenses Subtract line 2 from line 1	3	3,397,030
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	109,378,983
5	Net unrealized gains (losses) on investments	5	3,605,518
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	-359,036
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	116,022,495

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII

		Yes	No
1	Accounting method used to prepare the Form 990 <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		No
2b	Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input checked="" type="checkbox"/> Both consolidated and separate basis	Yes	
2c	If "Yes," to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O	Yes	
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		No
3b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits		

SCHEDULE A
(Form 990 or 990EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

OMB No 1545-0047

2012

Open to Public Inspection

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

Name of the organization
SADDLEBACK MEMORIAL FOUNDATION

Employer identification number
33-0011887

Part I

Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is (For lines 1 through 11, check only one box)

- 1

☐

A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**
- 2

☐

A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E)
- 3

☐

A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**
- 4

☐

A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state _____
- 5

☐

An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II)
- 6

☐

A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**
- 7

☒

An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II)
- 8

☐

A community trust described in **section 170(b)(1)(A)(vi)** (Complete Part II)
- 9

☐

An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2).** (Complete Part III)
- 10

☐

An organization organized and operated exclusively to test for public safety See **section 509(a)(4).**
- 11

☐

An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h

a

☐

Type I

b

☐

Type II

c

☐

Type III - Functionally integrated

d

☐

Type III - Non-functionally integrated
- e

☐

By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)
- f

☐

If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
- g

☐

Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

(i)

A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?

(ii)

A family member of a person described in (i) above?

(iii)

A 35% controlled entity of a person described in (i) or (ii) above?

h

☐

Provide the following information about the supported organization(s)
- | | Yes | No |
|----------|-----|----|
| 11g(i) | | |
| 11g(ii) | | |
| 11g(iii) | | |
- | (i) Name of supported organization | (ii) EIN | (iii) Type of organization (described on lines 1- 9 above or IRC section (see instructions)) | (iv) Is the organization in col (i) listed in your governing document? | | (v) Did you notify the organization in col (i) of your support? | | (vi) Is the organization in col (i) organized in the U S ? | | (vii) Amount of monetary support |
|------------------------------------|----------|--|--|----|---|----|--|----|----------------------------------|
| | | | Yes | No | Yes | No | Yes | No | |
| | | | | | | | | | |
| | | | | | | | | | |
| Total | | | | | | | | | |
- For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990EZ.

Cat No 11285F

Schedule A (Form 990 or 990-EZ) 2012

Part II

Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)
(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support						
Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants ")	3,395,877	19,023,273	5,133,921	6,585,180	3,727,785	37,866,036
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						0
3 The value of services or facilities furnished by a governmental unit to the organization without charge						0
4 Total. Add lines 1 through 3	3,395,877	19,023,273	5,133,921	6,585,180	3,727,785	37,866,036
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						22,113,248
6 Public support. Subtract line 5 from line 4						15,752,788

Section B. Total Support							
Calendar year (or fiscal year beginning in) ▶		(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
7	Amounts from line 4	3,395,877	19,023,273	5,133,921	6,585,180	3,727,785	37,866,036
8	Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	1,267,409	2,259,245	2,533,345	3,018,017	3,097,185	12,175,201
9	Net income from unrelated business activities, whether or not the business is regularly carried on		5,632	4,436	0	0	10,068
10	Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						0
11	Total support. (Add lines 7 through 10.)						50,051,305
12	Gross receipts from related activities, etc. (see instructions)					12	0
13	First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here <input type="checkbox"/>						

Section C. Computation of Public Support Percentage			
14	Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f))	14	31 473 %
15	Public support percentage for 2011 Schedule A, Part II, line 14	15	34 367 %
16a	33 1/3% support test—2012. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization		
b	33 1/3% support test—2011. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization		
17a	10%-facts-and-circumstances test—2012. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization		
b	10%-facts-and-circumstances test—2011. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization		
18	Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions		

Part IIISupport Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support						
Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6.)						

Section B. Total Support						
Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here ▶						

Section C. Computation of Public Support Percentage			
15 Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f))	15		
16 Public support percentage from 2011 Schedule A, Part III, line 15	16		

Section D. Computation of Investment Income Percentage			
17 Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f))	17		
18 Investment income percentage from 2011 Schedule A, Part III, line 17	18		
19a 33 1/3% support tests—2012. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ▶			
b 33 1/3% support tests—2011. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3% and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ▶			
20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ▶			

Part IV **Supplemental Information.** Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

Facts And Circumstances Test

Explanation

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
SADDLEBACK MEMORIAL FOUNDATION

Employer identification number
33-0011887

Part I

Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1	Total number at end of year	
2	Aggregate contributions to (during year)	
3	Aggregate grants from (during year)	
4	Aggregate value at end of year	
5	Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? <div><input type="checkbox"/> Yes<input type="checkbox"/> No</div>	
6	Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? <div><input type="checkbox"/> Yes<input type="checkbox"/> No</div>	

Part II

Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

1

Purpose(s) of conservation easements held by the organization (check all that apply)

☐ Preservation of land for public use (e g , recreation or education)☐ Preservation of an historically important land area☐ Protection of natural habitat☐ Preservation of a certified historic structure☐ Preservation of open space

2

Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year

	Held at the End of the Year
a	Total number of conservation easements
b	Total acreage restricted by conservation easements
c	Number of conservation easements on a certified historic structure included in (a)
d	Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register

3

Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ _____

4

Number of states where property subject to conservation easement is located ▶ _____

5

Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?

☐ Yes☐ No

6

Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶ _____

7

Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ \$ _____

8

Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)?

☐ Yes☐ No

9

In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

Part III

Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a

If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items

b

If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items

(i) Revenues included in Form 990, Part VIII, line 1

▶ \$ _____

(ii) Assets included in Form 990, Part X

▶ \$ _____

2

If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items

a

Revenues included in Form 990, Part VIII, line 1

▶ \$ _____

b

Assets included in Form 990, Part X

▶ \$ _____

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Cat No 52283D

Schedule D (Form 990) 2012

Part III

Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

3

Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply)

a

☐ Public exhibition

b

☐ Scholarly research

c

☐ Preservation for future generations

d

☐ Loan or exchange programs

e

☐ Other

4

Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII

5

During the year, did the organization solicit or receive donations of art, historical treasures or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection?

☐ Yes

☐ No

Part IV

Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a

Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?

☐ Yes

☐ No

b

If "Yes," explain the arrangement in Part XIII and complete the following table

c

Beginning balance

d

Additions during the year

e

Distributions during the year

f

Ending balance

	Amount
1c	
1d	
1e	
1f	

2a

Did the organization include an amount on Form 990, Part X, line 21?

☐ Yes

☐ No

b

If "Yes," explain the arrangement in Part XIII Check here if the explanation has been provided in Part XIII

☐

Part V

Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

	(a)Current year	(b)Prior year	b (c)Two years back	(d)Three years back	(e)Four years back
1a Beginning of year balance	55,968,604	55,228,902	44,923,544	33,351,991	12,428,587
b Contributions	3,060	2,887,765	2,306,929	11,571,553	20,923,404
c Net investment earnings, gains, and losses	6,072,691	-841,570	9,543,767	1,622,231	456,968
d Grants or scholarships	2,816,166	1,085,168	1,374,166	1,451,897	399,804
e Other expenditures for facilities and programs					
f Administrative expenses	237,464	221,325	171,172	170,334	57,164
g End of year balance	58,990,725	55,968,604	55,228,902	44,923,544	33,351,991

2

Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as

a

Board designated or quasi-endowment

0 %

b

Permanent endowment

84 960 %

c

Temporarily restricted endowment

15 040 %

The percentages in lines 2a, 2b, and 2c should equal 100%

3a

Are there endowment funds not in the possession of the organization that are held and administered for the organization by

(i) unrelated organizations

3a(i)

☐ Yes

☐ No

(ii) related organizations

3a(ii)

☐ Yes

☐ No

b

If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

3b

4

Describe in Part XIII the intended uses of the organization's endowment funds

Part VI

Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b)Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements		424,567	312,182	112,385
d Equipment		857,654	857,654	0
e Other				
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				112,385

Part XI

Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements	1	13,343,862
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12	2e	3,399,704
a	Net unrealized gains on investments	2a	3,605,518
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIII)	2d	-205,814
e	Add lines 2a through 2d	2e	3,399,704
3	Subtract line 2e from line 1	3	9,944,158
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1	4c	
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIII)	4b	
c	Add lines 4a and 4b	4c	
5	Total revenue Add lines 3 and 4c. (This must equal Form 990, Part I, line 12)	5	9,944,158

Part XII

Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements	1	6,700,350
2	Amounts included on line 1 but not on Form 990, Part IX, line 25	2e	
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIII)	2d	
e	Add lines 2a through 2d	2e	
3	Subtract line 2e from line 1	3	6,700,350
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:	4c	-153,222
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIII)	4b	
c	Add lines 4a and 4b	4c	
5	Total expenses Add lines 3 and 4c. (This must equal Form 990, Part I, line 18)	5	6,547,128

Part XIII

Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part IV, lines 1b and 2b, Part V, line 4, Part X, line 2, Part XI, lines 2d and 4b, and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

Identifier	Return Reference	Explanation
USE OF ENDOWMENT FUNDS	SCH D, PART V, LINE 4	ALL ENDOWMENT FUNDS ARE PERMANENTLY RESTRICTED. ALL CUMULATIVE UNDISTRIBUTED ENDOWMENT INCOME IS HELD IN TEMPORARILY RESTRICTED. THE PRINCIPAL, OR ORIGINAL GIFT AMOUNT, IS HELD IN PERPETUITY AND CANNOT BE USED, OR TRANSFERRED TO RELATED ORGANIZATIONS AS FUNDING OR GRANT REVENUE. ONLY THE NET INVESTMENT INCOME, WITHIN POLICY GUIDELINES AND THRESHOLDS, CAN BE USED ANNUALLY.
CONSOLIDATED AUDIT FOOTNOTE FOR ASC 740 (FKA FIN 48)	SCH D, PART X, LINE 2	ACCOUNTING STANDARDS CODIFICATION (ASC) 740, INCOME TAXES, CLARIFIES THE ACCOUNTING FOR INCOME TAXES BY PRESCRIBING A MINIMUM RECOGNITION THRESHOLD THAT A TAX POSITION IS REQUIRED TO MEET BEFORE BEING RECOGNIZED IN THE FINANCIAL STATEMENTS. ASC 740 ALSO PROVIDES GUIDANCE ON DERECOGNITION, MEASUREMENT, CLASSIFICATION, INTEREST AND PENALTIES, DISCLOSURE AND TRANSITION. THE GUIDANCE IS APPLICABLE TO PASS-THROUGH ENTITIES AND TAX-EXEMPT ORGANIZATIONS. NO SIGNIFICANT TAX LIABILITY FOR TAX BENEFITS, INTEREST OR PENALTIES WAS ACCRUED AT JUNE 30, 2013 AND 2012.
OTHER REVENUE REPORTED ON AFS AND NOT ON FORM 990	SCH D, PART XII, LINE 2D	THE (\$205,814) REPRESENTS THE FOLLOWING: (\$359,035) = CHANGE IN VALUE OF SPLIT-INTEREST AGREEMENTS, \$153,222 = RECLASS OF DIRECT EXPENSES RELATED TO THE GROSS INCOME PORTION OF ALL FUNDRAISING EVENTS DURING THE YEAR, AND (\$1) = ROUNDING.
OTHER EXPENSES REPORTED ON AFS AND NOT ON FORM 990	SCH D, PART XIII, LINE 2D	\$153,222 = RECLASS OF DIRECT EXPENSES RELATED TO FUNDRAISING EVENTS.

Part II Fundraising Events. Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than \$5,000.

Revenue			(a) Event #1	(b) Event #2	(c) Other events	(d) Total events	
			<u>GALA</u>	<u>CORP GOLF</u>	<u>1</u>	(add col (a) through col (c))	
			(event type)	(event type)	(total number)		
	1	Gross receipts	327,300	112,440	22,189	461,929	
2	Less Contributions . . .	238,700	68,690	14,744	322,134		
3	Gross income (line 1 minus line 2)	88,600	43,750	7,445	139,795		
Direct Expenses	4	Cash prizes		250		250	
	5	Noncash prizes					
	6	Rent/facility costs . . .	25,025	12,000	0	37,025	
	7	Food and beverages . .	72,970	13,814	4,183	90,967	
	8	Entertainment	5,175	0	0	5,175	
	9	Other direct expenses .	10,661	5,157	3,987	19,805	
	10	Direct expense summary Add lines 4 through 9 in column (d) ►					(153,222)
	11	Net income summary Combine line 3, column (d), and line 10 ►					-13,427

Part III Gaming. Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a.

		(a) Bingo	(b) Pull tabs/Instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col (a) through col (c))
Revenue	1	Gross revenue			
	2	Cash prizes			
	3	Non-cash prizes			
	4	Rent/facility costs			
	5	Other direct expenses . . .			
Direct Expenses	6	Volunteer labor			
	7	Direct expense summary Add lines 2 through 5 in column (d) ▶			
	8	Net gaming income summary Combine lines 1 and 7 in column (d) ▶			

9 Enter the state(s) in which the organization operates gaming activities _____

a Is the organization licensed to operate gaming activities in each of these states? ☐ Yes ☐ No

b If "No," explain _____

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? ☐ Yes ☐ No

b If "Yes," explain _____

Does the organization operate gaming activities with nonmembers? ☐ Yes ☐ No

12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? ☐ Yes ☐ No

13 Indicate the percentage of gaming activity operated in

a The organization's facility	13a	
b An outside facility	13b	

14 Enter the name and address of the person who prepares the organization's gaming/special events books and records

Name ▶

Address ▶

15a Does the organization have a contract with a third party from whom the organization receives gaming revenue? ☐ Yes ☐ No

b If "Yes," enter the amount of gaming revenue received by the organization ▶ \$ _____ and the amount of gaming revenue retained by the third party ▶ \$ _____

c If "Yes," enter name and address of the third party

Name ▶

Address ▶

16 Gaming manager information

Name ▶

Gaming manager compensation ▶ \$

Description of services provided ▶

☐ Director/officer ☐ Employee ☐ Independent contractor

17 Mandatory distributions

a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? ☐ Yes ☐ No

b Enter the amount of distributions required under state law distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$ _____

Part IV Supplemental Information. Complete this part to provide the explanations required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also complete this part to provide any additional information (see instructions).

Identifier	Return Reference	Explanation
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Grants and Other Assistance to Organizations, Governments and Individuals in the United States

OMB No 1545-0047

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Complete if the organization answered "Yes," to Form 990, Part IV, line 21 or 22.
▶ Attach to Form 990

Name of the organization
SADDLEBACK MEMORIAL FOUNDATION

Employer identification number

33-0011887

Part I General Information on Grants and Assistance

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?

☒ Yes ☐ No

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

Part II **Grants and Other Assistance to Governments and Organizations in the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

[illegible]

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table **1**

3 Enter total number of other organizations listed in the line 1 table.

Part III

Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 22.
Part III can be duplicated if additional space is needed.

(a)Type of grant or assistance	(b)Number of recipients	(c)Amount of cash grant	(d)Amount of non-cash assistance	(e)Method of valuation (book, FMV, appraisal, other)	(f)Description of non-cash assistance

Part IV

Supplemental Information.

Complete this part to provide the information required in Part I, line 2, Part III, column (b), and any other additional information

Identifier	Return Reference	Explanation
DESCRIPTION OF ORGANIZATION'S PROCEDURES FOR MONITORING THE USE OF GRANTS	FORM 990, SCHEDULE I, PART I, LINE 2	A PORTION OF THE GRANTS GIVEN TO SADDLEBACK MEMORIAL MEDICAL CENTER (SMMC) ARE USED FOR THE SCHOLARSHIP PROGRAM SMMC, OFFERS SCHOLARSHIPS TO ALL ELIGIBLE STAFF (CLINICAL AND NON-CLINICAL) OF THE AFFILIATED MEDICAL CENTER ON AN ANNUAL BASIS RECIPIENTS ARE CHOSEN BY THE SCHOLARSHIP COMMITTEE ANNUALLY FROM A POOL OF APPLICANTS THERE ARE VARIOUS REQUIREMENTS AND CRITERIA THAT MUST BE MET IN ORDER TO BE AWARDED A SCHOLARSHIP FROM THE ORGANIZATION THE PURPOSE OF THE SCHOLARSHIP PROGRAM IS TO ASSIST IN THE EDUCATION OF CURRENT STAFF TO ENHANCE THE MEDICAL AND ADMINISTRATIVE FUNCTION OF THE AFFILIATED MEDICAL CENTER'S TREATMENT AND SERVICES PROVIDED TO THE COMMUNITY THE PROCESS INVOLVES POTENTIAL RECIPIENTS RECEIVING ENDORSEMENTS FROM SENIOR STAFF IN ADDITION TO PERSONAL NARRATIVES FROM EACH, AND AN EXPLANATION OF FINANCIAL NEED THE PACKETS, AND ALL REQUIRED INFORMATION AND DOCUMENTATION IS DISTRIBUTED TO THE SCHOLARSHIP COMMITTEE FOR SCORING AND RANKING, AND ULTIMATE SELECTION OF AWARDEES THE REQUIREMENTS INCLUDE THE FOLLOWING 1) MUST BE AN ELIGIBLE EMPLOYEE, 2) MUST ATTEND, OR BE ATTENDING AN ACCREDITED INSTITUTION, 3) THE AREA OF STUDY MUST BE RELATED TO CAREER GOALS AT THE AFFILIATED MEDICAL CENTER (CLINICAL OR NON-CLINICAL), AND 4) THE EDUCATIONAL PERFORMANCE AND ADHERENCE TO AFOREMENTIONED CRITERIA OF THE RECIPIENT IS MONITORED THROUGHOUT THE AWARD YEAR DEPARTMENTS WITHIN SMMC REQUEST GRANTS FROM THE FOUNDATION BY SUBMITTING REQUEST FORMS TO THE PRESIDENT OF THE FOUNDATION THE GRANT REQUEST FORM IS COMPLETED BY THE INDIVIDUALS AUTHORIZED TO INITIATE THE REQUEST AND MUST INCLUDE ALL SUPPORTIVE DOCUMENTATION THE PRESIDENT WILL PRESENT THE REQUESTS TO THE FOUNDATION'S GRANTS COMMITTEE FOR REVIEW AND EVALUATION ALL REQUESTS HAVE THE APPROVAL AND ENDORSEMENT OF THE DEPARTMENT'S EXECUTIVE DIRECTOR, THE CHIEF OPERATING OFFICER, AND THE CHIEF FINANCIAL OFFICER OF SMMC THE APPROVAL AND ENDORSEMENT OF GRANT REQUESTS ARE THE RESPONSIBILITY OF THE REQUESTOR THE PRESIDENT OF THE FOUNDATION IS RESPONSIBLE FOR MONITORING, RECEIVING, PROCESSING AND REPORTING ALL GRANT REQUESTS THE PRESIDENT REVIEWS ALL REQUESTS WITH THE CHIEF OPERATING OFFICER AND THE CHIEF FINANCIAL OFFICER OF SMMC PRIOR TO SUBMISSION TO THE FOUNDATION'S GRANTS COMMITTEE REQUESTS OF \$100,000 OR MORE ARE REVIEWED WITH THE CHIEF EXECUTIVE OFFICER OF SMMC THE GRANTS COMMITTEE MEETS TWICE A YEAR IN THE MONTHS OF APRIL AND OCTOBER ALL REQUESTS FOR CAPITAL AND PROGRAM SERVICE EXPENDITURES ARE SUBMITTED BY THE ADMINISTRATION OF SMMC FOR REVIEW NO LATER THAN APRIL 1ST PRIOR TO THE FISCAL YEAR IN WHICH MONIES ARE TO BE EXPENDED THE FOUNDATION'S PRESIDENT MEETS WITH THE CHIEF OPERATING OFFICER AND CHIEF FINANCIAL OFFICER OF SMMC IN ORDER TO DETERMINE WHICH CAPITAL ITEMS (PROPERTY, PLANT, BUILDING, EQUIPMENT, OR PROJECTS) AND PROGRAM SERVICES ARE MOST NEEDED BY SMMC THE FOUNDATION'S GRANTS COMMITTEE CONSIDERS EACH GRANT SEPARATELY AND DETERMINES WHICH OF THOSE REQUESTS PROVIDES ASSISTANCE MOST NEEDED BY SMMC THE GRANTS COMMITTEE MAY SEEK THE ASSISTANCE OF SMMC'S CHIEF EXECUTIVE OFFICER, CHIEF OPERATING OFFICER AND/OR CHIEF FINANCIAL OFFICER IN PRIORITIZING THOSE NEEDS THE TOTAL GRANT REQUESTS APPROVED DURING ANY FISCAL YEAR SHALL NOT BE A TOTAL AMOUNT THAT WOULD JEOPARDIZE THE FINANCIAL AND OPERATIONAL VIABILITY OF THE FOUNDATION IN ORDER TO FURTHER ITS MISSION AND PURPOSE
PURPOSE OF GRANT OR ASSISTANCE	FORM 990, SCHEDULE I, PART II, LINE IH	THE TOTAL CONSISTS OF THE FOLLOWING AMOUNTS CAPITAL EQUIPMENT \$1,329,519 FOR HOSPITAL RENOVATION PROJECT \$1,113,150 FOR PORTION OF THE COST OF INPATIENT MRI \$1,000,000 FOR PORTION OF THE COST OF SIEMENS BI-PLANE \$206,557 FOR MONITORS & TRANSMITTERS IN ICU & EMERGENCY DEPARTMENT \$147,447 FOR RADIOLOGY & FLUOROSCOPY ROOM REPLACEMENT AT SAN CLEMENTE \$143,400 FOR RETINAL EQUIPMENT \$89,106 FOR ELECTRIC STRETCHERS \$65,097 FOR ULTRASOUND & 3D TEE \$45,773 FOR BONDING ROOM PROJECT \$39,000 FOR REPLACEMENT OF FRONT ENTRANCE CANOPY AT SAN CLEMENTE \$38,495 FOR LABOR EVALUATION ROOM RENOVATION PROJECT \$34,986 FOR ULTRASOUND TRANSCRANIAL DOPPLER \$28,347 FOR ANESTHESIA MACHINE \$9,674 FOR NICU RENOVATION PROJECT \$6,670 FOR REMAINDER OF BLOOD DONOR CENTER RENOVATION PROJECT \$5,905 FOR SECURE PRESCRIPTION PRINTER IN THE EMERGENCY DEPARTMENT \$3,894 FOR REPLACEMENT SCALE FOR CHILDREN'S HEALTH SERVICES PROGRAM SERVICES \$353,900 FOR HOSPICE AND HOME CARE SERVICES PROGRAMS \$43,200 FOR SCHOLARSHIP PROGRAM \$20,000 FOR MEMORIAL CARE SENIOR PLUS PROGRAM, A SENIOR ADVOCACY GROUP \$11,000 FOR INFANT SAFETY CLASSES & NICU DIARIES \$11,000 FOR VOLUNTEER SERVICES PROGRAMS \$10,000 FOR MEALS ON WHEELS PROGRAM \$7,479 FOR DISEASE MANAGEMENT PROGRAM \$7,200 FOR CARE TV CHANEL AT SAN CLEMENTE \$1,500 FOR WOMEN'S HOSPITAL BEREAVEMENT PROGRAM

Schedule J
(Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

▶ Complete if the organization answered "Yes" to Form 990, Part IV, question 23.

▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
SADDLEBACK MEMORIAL FOUNDATION

Employer identification number
33-0011887

Part I

Questions Regarding Compensation

	Yes	No
<div>1a</div> <div>Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a Complete Part III to provide any relevant information regarding these items</div> <div><div><div><input type="checkbox"/> First-class or charter travel</div><div><input type="checkbox"/> Travel for companions</div><div><input type="checkbox"/> Tax idemnification and gross-up payments</div><div><input type="checkbox"/> Discretionary spending account</div></div><div><div><input type="checkbox"/> Housing allowance or residence for personal use</div><div><input type="checkbox"/> Payments for business use of personal residence</div><div><input type="checkbox"/> Health or social club dues or initiation fees</div><div><input type="checkbox"/> Personal services (e g , maid, chauffeur, chef)</div></div></div>		
<div>b</div> <div>If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain</div>	1b	
<div>2</div> <div>Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?</div>	2	
<div>3</div> <div>Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director Check all that apply Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III</div> <div><div><div><input type="checkbox"/> Compensation committee</div><div><input type="checkbox"/> Independent compensation consultant</div><div><input type="checkbox"/> Form 990 of other organizations</div></div><div><div><input type="checkbox"/> Written employment contract</div><div><input type="checkbox"/> Compensation survey or study</div><div><input type="checkbox"/> Approval by the board or compensation committee</div></div></div>		
<div>4</div> <div>During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization</div>		
<div>a</div> <div>Receive a severance payment or change-of-control payment?</div>	4a	No
<div>b</div> <div>Participate in, or receive payment from, a supplemental nonqualified retirement plan?</div>	4b	Yes
<div>c</div> <div>Participate in, or receive payment from, an equity-based compensation arrangement?</div> <div>If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III</div>	4c	No
<div>Only 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.</div>		
<div>5</div> <div>For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of</div>		
<div>a</div> <div>The organization?</div>	5a	No
<div>b</div> <div>Any related organization?</div> <div>If "Yes," to line 5a or 5b, describe in Part III</div>	5b	No
<div>6</div> <div>For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of</div>		
<div>a</div> <div>The organization?</div>	6a	No
<div>b</div> <div>Any related organization?</div> <div>If "Yes," to line 6a or 6b, describe in Part III</div>	6b	No
<div>7</div> <div>For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III</div>	7	Yes
<div>8</div> <div>Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III</div>	8	No
<div>9</div> <div>If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?</div>	9	

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii) Do not list any individuals that are not listed on Form 990, Part VII

Note. The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1)CECILIA BELEW PRESIDENT	(i)	0	0	0	0	0	0	0
	(ii)	218,609	72,994	39,707	12,500	11,989	355,799	0
(2)STEPHEN B GEIDT BOARD MEMBER, EX-OFFICIO	(i)	0	0	0	0	0	0	0
	(ii)	379,083	199,363	42,608	25,000	14,822	660,876	0
(3)BRIAN KRAWIEC CFO/DIRECTOR OF FINANCE	(i)	0	0	0	0	0	0	0
	(ii)	122,622	4,674	10,500	11,084	5,810	154,690	0

Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

Identifier	Return Reference	Explanation
SUPPLEMENTAL COMPENSATION INFORMATION	SCH J, PART I, LINE 3	THE COMPENSATION OF THE ORGANIZATION'S PRESIDENT IS DETERMINED BY MEMORIAL HEALTH SERVICES (MHS), THE TAX-EXEMPT PARENT OF SADDLEBACK MEMORIAL MEDICAL CENTER. SEE SCHEDULE O FOR 990, PART VI, LINE 15A FOR THE PROCESS USED BY MHS TO DETERMINE COMPENSATION.
SERP	SCH J, PART I, LINE 4B	MEMORIAL HEALTH SERVICES SPONSORS A SUPPLEMENTAL EXECUTIVE RETIREMENT PLAN (SERP), COVERING SELECTED EXECUTIVES, AS APPROVED BY THE COMPENSATION COMMITTEE OF THE BOARD. THE SERP PROVIDES FOR A LUMP SUM PAYMENT TO EACH EXECUTIVE AT VESTING DATE, AS DEFINED IN THE SERP AGREEMENT. THERE WERE NO SERP PAYOUTS DURING FISCAL YEAR 2013.
INCENTIVE PAYMENTS	SCH J, PART I, LINE 7	CERTAIN MEMBERS OF EXECUTIVE MANAGEMENT RECEIVE PART OF THEIR OVERALL COMPENSATION IN THE FORM OF AN INCENTIVE PAYMENT. SEVERAL DIFFERENT FINANCIAL AND NON-FINANCIAL METRICS ARE UTILIZED IN THE FORMULA, WHICH ARE REVIEWED AND APPROVED EACH YEAR IN ADVANCE BY THE COMPENSATION COMMITTEE OF THE MEMORIAL HEALTH SERVICES (MHS) BOARD OF DIRECTORS. ANY INCENTIVE PAYMENTS AWARDED ARE ALSO APPROVED ANNUALLY BY THE COMPENSATION COMMITTEE, AFTER AN AUDIT AND/OR REVIEW HAS BEEN CONDUCTED. ALL ANNUAL INCENTIVE PAYMENTS ARE DISCRETIONARY, AND ARE NOT PREDETERMINED, OR FIXED, BY THE COMPENSATION COMMITTEE OF THE MEMORIAL HEALTH SERVICES (MHS) BOARD OF DIRECTORS.

SCHEDULE O
(Form 990 or 990-EZ)Department of the Treasury
Internal Revenue Service**Supplemental Information to Form 990 or 990-EZ****Complete to provide information for responses to specific questions on
Form 990 or to provide any additional information.**
► **Attach to Form 990 or 990-EZ.**

OMB No 1545-0047

2012**Open to Public
Inspection**Name of the organization
SADDLEBACK MEMORIAL FOUNDATION**Employer identification number**

33-0011887

Identifier	Return Reference	Explanation
DESCRIPTION OF EXEMPT PURPOSE ACHIEVEMENTS	FORM 990, PART III, QUESTIONS 4A-4D	4A PROGRAM SERVICE PROVIDED GRANTS FOR SADDLEBACK MEMORIAL MEDICAL CENTER CAPITAL ITEMS HOSPITAL RENOVATION PROJECT - \$1,329,519 INPATIENT MRI - \$1,113,150 SIEMENS BI-PLANE - \$1,000,000 MONITORS & TRANSMITTERS IN ICU & EMERGENCY DEPARTMENT - \$206,557 RADIOLOGY & FLUOROSCOPY ROOM REPLACEMENT AT SAN CLEMENTE - \$147,447 RETINAL EQUIPMENT - \$143,400 ELECTRIC STRETCHERS - \$89,106 ULTRASOUND & 3D TEE - \$65,097 BONDING ROOM PROJECT - \$45,773 REPLACE FRONT ENTRANCE CANOPY AT SAN CLEMENTE - \$39,000 LABOR EVALUATION ROOM RENOVATION PROJECT - \$38,495 ULTRASOUND TRANSCRANIAL DOPPLER - \$34,986 ANESTHESIA MACHINE - \$28,347 NICU RENOVATION PROJECT - \$9,674 BLOOD DONOR CENTER RENOVATION PROJECT - \$6,670 SECURE PRESCRIPTION PRINTER IN THE EMERGENCY DEPARTMENT - \$5,905 REPLACEMENT SCALE FOR CHILDREN'S HEALTH SERVICES - \$3,894 4B PROGRAM SERVICE PROVIDED GRANTS FOR SADDLEBACK MEMORIAL MEDICAL CENTER HOSPICE & HOME CARE PROGRAMS TOTAL FOR PROGRAMS - \$353,900 4C PROGRAM SERVICE PROVIDED GRANTS FOR SADDLEBACK MEMORIAL MEDICAL CENTER SCHOLARSHIP PROGRAM TOTAL FOR PROGRAM - \$43,200 4D PROGRAM SERVICE OTHER PROGRAM SERVICES CONSIST OF GRANTS TO SADDLEBACK MEMORIAL MEDICAL CENTER FOR THE FOLLOWING AMOUNTS AND RELATED PROGRAMS MEMORIAL CARE SENIOR PLUS PROGRAM, A SENIOR ADVOCACY GROUP - \$20,000 INFANT SAFETY CLASSES & NICU DIARIES - \$11,000 VOLUNTEER SERVICES PROGRAMS - \$11,000 MEALS ON WHEELS PROGRAM - \$10,000 DISEASE MANAGEMENT PROGRAM - \$7,479 CARE TV CHANEL AT SAN CLEMENTE - \$7,200 WOMEN'S HOSPITAL BEREAVEMENT PROGRAM - \$1,500

Identifier	Return Reference	Explanation
FORM 990, PART V LINE 2A & PART IX, LINE 5		SADDLEBACK MEMORIAL FOUNDATION EMPLOYEES W-2S ARE ISSUED BY A RELATED ORGANIZATION SADDLEBACK MEMORIAL FOUNDATION REIMBURSES THE RELATED ORGANIZATION FOR THESE EXPENSES THESE EXPENSES ARE REFLECTED IN PART IX

Identifier	Return Reference	Explanation
DESCRIPTION OF GOVERNING BOARD DELEGATION	FORM 990, PART VI, QUESTION 1A	THE SADDLEBACK MEMORIAL FOUNDATION (SMF) BOARD OF DIRECTORS (BOARD) HAS APPOINTED AN EXECUTIVE COMMITTEE TO CONDUCT THE BUSINESS OF SMF BETWEEN SCHEDULED MEETINGS OF THE BOARD. THE SMF BOARD HAS DELEGATED BROAD AUTHORITY TO THE EXECUTIVE COMMITTEE MEMBERS IN ORDER TO CONDUCT ALL NECESSARY BUSINESS OF SMF, INCLUDING FINANCIAL AND OPERATIONAL MATTERS THAT REQUIRE A VOTE. ALL EXECUTIVE COMMITTEE MEMBERS, WHO ARE ALSO BOARD MEMBERS WITH FULL VOTING PRIVILEGES, ARE APPOINTED BY THE BOARD. AT ALL TIMES THERE ARE TO BE NO LESS THAN FIVE (5) EXECUTIVE COMMITTEE MEMBERS APPOINTED. THE EXECUTIVE COMMITTEE IS CHAIRED BY THE CHAIRMAN OF THE SMF BOARD, AND ALSO INCLUDES THE SMF PRESIDENT AS AN EX-OFFICIO MEMBER.

Identifier	Return Reference	Explanation
DESCRIPTION OF BUSINESS OR FAMILY RELATIONSHIPS	FORM 990, PART VI, QUESTION 2	BEBE SHADDOCK AND J SCOTT REID HAVE A FAMILY RELATIONSHIP

Identifier	Return Reference	Explanation
DESCRIPTION OF MEMBERS OR STOCKHOLDERS	FORM 990, PART VI, QUESTION 6	SADDLEBACK MEMORIAL MEDICAL CENTER (SMMC), A RELATED TAX-EXEMPT ORGANIZATION IS THE SOLE CORPORATE MEMBER OF SADDLEBACK MEMORIAL FOUNDATION (SMF)

Identifier	Return Reference	Explanation
DESCRIPTION OF CLASSES OF PERSONS AND THE NATURE OF THEIR RIGHTS	FORM 990, PART VI, QUESTION 7A	SADDLEBACK MEMORIAL MEDICAL CENTER (SMMC), A RELATED TAX-EXEMPT ORGANIZATION, IS THE SOLE CORPORATE MEMBER OF SADDLEBACK MEMORIAL FOUNDATION (SMF) THE SMMC BOARD APPOINTS THE MEMBERS OF THE SMF BOARD

Identifier	Return Reference	Explanation
DESCR CLASSES OF PERSONS, DECISIONS REQUIRING APPR & TYPE OF VOTING RIGHTS	FORM 990, PART VI, QUESTION 7B	SADDLEBACK MEMORIAL MEDICAL CENTER (SMMC), A RELATED TAX EXEMPT ORGANIZATION, IS THE SOLE CORPORATE MEMBER OF SADDLEBACK MEMORIAL FOUNDATION (SMF) THE SMMC BOARD APPOINTS THE MEMBERS OF THE SMF BOARD THE SMMC BOARD HAS THE POWER TO VOTE ON THE NOMINATION OF ANY CANDIDATE OF SMF'S BOARD, ANY AMENDMENTS TO SMF'S BYLAWS, AND, IN CONJUNCTION WITH A MAJORITY VOTE OF SMF'S BOARD, MAY SET RESTRICTIONS ON THE USE OF SMF'S ASSETS, OR DISTRIBUTION OF ASSETS IN THE EVENT OF SMF'S DISSOLUTION

Identifier	Return Reference	Explanation
DESCRIBE THE PROCESS USED BY MANAGEMENT &/OR GOVERNING BODY TO REVIEW 990	FORM 990, PART VI, QUESTION 11B	THE ORGANIZATION'S CFO REVIEWS THE FORM 990 TO ENSURE THE ACCURACY OF THE FOLLOWING INFORMATION: ALL FINANCIAL DATA FOR THE REPORTING PERIOD, ANSWERS TO TAX COMPLIANCE QUESTIONS, ANSWERS TO POLICY AND GOVERNANCE QUESTIONS, ALL SCHEDULES, AND ALL REQUIRED NARRATIVES. THE ORGANIZATION'S FORM 990 IS THEN REVIEWED BY THE BOARD (A COPY MADE AVAILABLE TO EACH MEMBER) PRIOR TO FILING WITH THE IRS. QUESTIONS AND COMMENTS FROM THE GOVERNING BOARD ARE ADDRESSED BEFORE THE FINAL VERSION IS FILED.

Identifier	Return Reference	Explanation
DESCRIPTION OF PROCESS TO MONITOR TRANSACTIONS FOR CONFLICTS OF INTEREST	FORM 990, PART VI, QUESTION 12C	THE GENERAL COUNSEL'S OFFICE ANNUALLY SURVEYS EACH DIRECTOR AND OFFICER AND REQUIRES AFFIRMATION THAT THE CONFLICT OF INTEREST POLICY HAS BEEN READ AND UNDERSTOOD THE RESULTS OF THE SURVEY ARE REPORTED TO THE GOVERNANCE COMMITTEE OF THE SADDLEBACK MEMORIAL MEDICAL CENTER, THE PARENT ORGANIZATION, WHICH IS RESPONSIBLE FOR GOVERNANCE, OVERSIGHT, AND NOMINATIONS CONFLICTS ARE EVALUATED FOR BEING OCCASIONAL OR DISABLING IN NATURE THE GENERAL COUNSEL MAKES THE INITIAL EVALUATION AND ADVISES THE GOVERNANCE COMMITTEE IN ITS DELIBERATIONS IF AN OCCASIONAL CONFLICT IS IDENTIFIED, THE GENERAL COUNSEL ADVISES THE SUBJECT DIRECTOR OR OFFICER AND GOVERNANCE COMMITTEE IN A "REBUTTABLE PRESUMPTION" TYPE PROCESS SHOULD A DISABLING CONFLICT BE IDENTIFIED, THE DIRECTOR OR OFFICER RESIGNS OR IS REMOVED UPON THE RECOMMENDATION OF THE GENERAL COUNSEL, GOVERNANCE COMMITTEE, AND BOARD OF DIRECTORS IN ADDITION, AN ANNUAL NOTICE IS SENT BY EMAIL (TO EACH EMPLOYEE WITH ACCESS TO EMAIL) REGARDING THE ACCEPTANCE OF GIFTS AND CORRESPONDING POLICIES

Identifier	Return Reference	Explanation
OFFICES & POSITIONS FOR WHICH PROCESS WAS USED, & YEAR PROCESS WAS BEGUN	FORM 990, PART VI, QUESTION 15A AND 15B	THE CEO OF THE ORGANIZATION IS NOT COMPENSATED BY THE FILING ORGANIZATION, BUT RATHER BY THE TAX EXEMPT PARENT MEMORIALCARE HEALTH SERVICES (MHS) FOLLOWING IS THE PROCESS THAT THE PARENT ORGANIZATION UNDERTAKES TO APPROVE THE CEO'S COMPENSATION WITHIN THE ORGANIZATION, THE COMPENSATION OF VICE PRESIDENT'S AND ABOVE IS REVIEWED BY AN EXTERNAL CONSULTANT WITH FINAL REVIEW AND APPROVAL BY THE COMPENSATION COMMITTEE OF THE MEMORIALCARE HEALTH SERVICES (MHS) BOARD OF DIRECTORS AND THEIR OUTSIDE COUNSEL. ALL MARKET DATA IS OBTAINED FROM THIRD PARTY SURVEY SOURCES. MARKET DATA REVIEWS ARE COMPLETED CONSISTENTLY ON AN ANNUAL BASIS IN ORDER TO DETERMINE APPROPRIATE COMPENSATION. FOR THE CURRENT REPORTING PERIOD, THE COMPENSATION DETERMINATION PROCESS WAS COMPLETED IN FISCAL YEAR 2013. THE PROCESS OF DETERMINING THE COMPENSATION IS DOCUMENTED IN THE MINUTES OF THE MEMORIALCARE HEALTH SERVICES BOARD. MEMORIALCARE HEALTH SERVICES BOARD.

Identifier	Return Reference	Explanation
AVAIL OF GOV DOCS, CONFLICT OF INTEREST POLICY, & FIN STMTS TO GEN PUBLIC	FORM 990, PART VI, QUESTION 19	CURRENTLY , THE ORGANIZATION DOES NOT MAKE THE GOVERNING DOCUMENTS (ARTICLES OF INCORPORATION, BY LAWS, AND CONFLICT OF INTEREST POLICY) AVAILABLE TO THE GENERAL PUBLIC HOWEVER, THE ARTICLES OF INCORPORATION ARE AVAILABLE FROM THE CALIFORNIA SECRETARY OF STATE'S OFFICE VIA WRITTEN REQUEST AUDITED FINANCIAL STATEMENTS ARE AVAILABLE TO THE GENERAL PUBLIC WHEN REQUESTS ARE MADE IN PERSON OR IN WRITING

Identifier	Return Reference	Explanation
OTHER CHANGES IN NET ASSETS OR FUND BALANCES	FORM 990, PART XI, LINE 5	CHANGE IN VALUE OF SPLIT-INTEREST AGREEMENTS \$(359,035) ROUNDING \$(1) ----- TOTAL \$(359,036)

SCHEDULE R
(Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
SADDLEBACK MEMORIAL FOUNDATION

Employer identification number
33-0011887

Part I Identification of Disregarded Entities (Complete if the organization answered "Yes" to Form 990, Part IV, line 33.)					
(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity

Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)							
(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
(1) ANAHEIM MEMORIAL MEDICAL CENTER 1111 WEST LA PALMA AVENUE ANAHEIM, CA 92801 95-1966746	HEALTHCARE	CA	501(C)(3)	9	MHS	Yes	
(2) AMERICAN INST FOR PHILANTHROPIC STUDIES 2801 ATLANTIC BLVD LONG BEACH, CA 90806 95-3756364	PHILAN EDU	CA	501(C)(3)	7	MMCF	Yes	
(3) SEASIDE HEALTH PLAN 2801 ATLANTIC AVE LONG BEACH, CA 90806 46-1870181	MEDICAL SVS	CA	501(C)(4)		MHS	Yes	

Part II

Identification of Related Organizations Taxable as a Partnership

(Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income(related, unrelated, excluded from tax under sections 512- 514)	(f) Share of total income	(g) Share of end-of- year assets	(h) Disproprtionate allocations?		(i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
(1) MEMORIALCARE SURG CNTR OC LLC 9920 TALBERT AVENUE FOUNTAIN VALLEY, CA 92708 26-1394069	HEALTHCARE	CA	NA									
(2) MEMORIALCARE HOME HEALTH LLC 23521 PASEO DE VALENCIA STE 100 FOUNTAIN VALLEY, CA 92708	HEALTHCARE	CA	NA	N/A								
(3) BEACH SURGICAL HOLDINGS LLC 3000 RIVERCHASE GALLERIA STE 500 BIRMINGHAM, AL 35244 37-1708521	INVESTMENTS	CA	NA	N/A								
(4) MEMORIALCARE INNOVATION FUND 320 GOLDEN SHORE STE 120 LONG BEACH, CA 90802 46-0791893			NA	N/A								

Part IV

Identification of Related Organizations Taxable as a Corporation or Trust

(Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end- of-year assets	(h) Percentage ownership	(i) Section 512 (b)(13) controlled entity?	
								Yes	No
(1) CHARITABLE REMAINDER UNITRUST (9)	SUPPORT	CA	NA	TRUST	0	0	71 840 %		
(2) CHARITABLE REMAINDER ANNUITY TRUST (4)	SUPPORT	CA	NA	TRUST	0	0	69 520 %		
(3) NATIONAL HEALTHCARE SERVICES 330 GOLDEN SHORE AVENUE LONG BEACH, CA 90802 95-3496341	MEDICAL SERVICES	CA	NA	C-CORP					
(4) SADDLEBACK MEDICAL VENTURES 330 GOLDEN SHORE AVENUE 120 LONG BEACH, CA 90802 33-0308236	MEDICAL SERVICES	CA	NA	C-CORP					
(5) SEASIDE HEALTH PLAN 2801 ATLANTIC AVE LONG BEACH, CA 90806 46-1870181	MEDICAL SERVICES	CA	NA	C-CORP					

Part V

Transactions With Related Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35b, or 36.)

Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule

1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

a Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity

b Gift, grant, or capital contribution to related organization(s)

c Gift, grant, or capital contribution from related organization(s)

d Loans or loan guarantees to or for related organization(s)

e Loans or loan guarantees by related organization(s)

f Dividends from related organization(s)

g Sale of assets to related organization(s)

h Purchase of assets from related organization(s)

i Exchange of assets with related organization(s)

j Lease of facilities, equipment, or other assets to related organization(s)

k Lease of facilities, equipment, or other assets from related organization(s)

l Performance of services or membership or fundraising solicitations for related organization(s)

m Performance of services or membership or fundraising solicitations by related organization(s)

n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)

o Sharing of paid employees with related organization(s)

p Reimbursement paid to related organization(s) for expenses

q Reimbursement paid by related organization(s) for expenses

r Other transfer of cash or property to related organization(s)

s Other transfer of cash or property from related organization(s)

Yes

No

1a

No

1b

Yes

1c

Yes

1d

No

1e

No

1f

No

1g

No

1h

No

1i

No

1j

No

1k

Yes

1l

Yes

1m

No

1n

No

1o

No

1p

Yes

1q

No

1r

No

1s

No

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds

(a) Name of other organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved

Schedule R (Form 990) 2012

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

[illegible]

Software ID:

Software Version:

EIN: 33-0011887

Name: SADDLEBACK MEMORIAL FOUNDATION

Part VII

Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule R (see instructions)

Identifier	Return Reference	Explanation
IDENTIFICATION OF RELATED TAX-EXEMPT ORGANIZATIONS	SCHEDULE R, PART II	THE CENTRAL ORGANIZATION AND OTHER SUBORDINATE ORGANIZATIONS OF THE MHS GROUP EXEMPTION HAVE NOT BEEN INCLUDED IN PART II, IN ACCORDANCE WITH THE IRS INSTRUCTIONS
IDENTIFICATION OF RELATED ORGANIZATIONS TAXABLE AS PARTNERSHIPS	SCHEDULE R, PART III	MEMORIALCARE SURGICAL CENTER AT ORANGE COAST, LLC EIN 26-1394069 ADDRESS 9920 TALBERT AVENUE FOUNTAIN VALLEY, CA 92708 MEMORIALCARE HOME HEALTH, LLC EIN PENDING ADDRESS 23521 PASEO DE VALENCIA, STE 100 FOUNTAIN VALLEY, CA 92708 BEACH SURGICAL HOLDINGS, LLC EIN 37-1708521 ADDRESS 3000 RIVERCHASE GALLERIA, STE 500 BIRMINGHAM, AL 35244 MEMORIALCARE INNOVATION FUND, LP EIN 46-0791893 ADDRESS 320 GOLDEN SHORE, STE 120 LONG BEACH, CA 90802

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